Will only deal with two issues - #3 and
Powar: Jim and Ben, how much will it be until you have reached a conclusion?
Stalder: I had originally thought about September 30 to track through everything.
Sanzo: Could it be done before the organization date?
? Meeting suspended. Nothing scheduled, but we may have one.
Powar: We do have another issue that came about yesterday that we would like to discuss.
PriceWaterhouse excused.

REDACTED

i

REDACTED

Gumberg:

(1) You have to keep Vanguard, (2) We must do what we can to protect our right in the event we have to go back after Coopers, (3) We have to meet the deadline. Vanguard set the timeframe. They set the schedule. The requirement came about only in the past two weeks, and it came about because of Moody's questioning the accuracy of the financial statements.

Palmer:

Is a PWC audit for June, 1998 one that we want to be comfortable with to send out to everyone, or is it something Vanguard needs and are we still going to have Deloitte & Touche and send to our constituencies?

Gumberg:

Bob, why would we need two audits?

Palmer:

How can you have a lot of confidence in them? The quality of the work that firm has done is so abominable that I don't want to be associated with their work.

Powar:

REDACTED

Palmer:

We, the Board, got fed a tremendous con by Dave and Sherif when we voted on a single consolidated audit. Coopers joined in that recommendation, and they are so tainted in participating in that recommendation. Their management conned us and Coopers sat in the room and said we think this is sound, and they participated in a con.

Barnes:

I don't think you can take the Coopers stuff to PriceWaterhouse. The merger occurred July 1, 1998. This is a good PriceWaterhouse office. We have to be practical and recognize we are more likely to get an audit from them than from anyone else. They are mortified to have all these problems, and I think the

recommendation gets us the call that we need to keep Vanguard in the picture, and with PriceWaterhouse as the lead management of this, it will get a very hard look. They are also embarrassed that PriceWaterhouse in Pittsburgh is taking because of Coopers.

Dionisio:

We are talking about two audits, AUH-East, and the audit of AUH-Centennial (Graduate). No audits of any other entities. Those are the two that Vanguard wants. Our best chance of meeting the deadline is to have your permission to have PriceWaterhouse do just those two.

Neuwirth:

REDACTED

Dionisio:

The advantage that I outlined with respect to PriceWaterhouse last week was that with PriceWaterhouse, we would get a new audit team and also the advantage of continuity and they have already completed the interim audit, i.e., they were half done, which is why they could meet the September 28 deadline.

Powar:

REDACTED

Neuwirth:

Agree on the timeframe. We are in somewhat of an adversarial position with

them.

Dionisio:

We haven't asked them yet. They may say no.

Palmer:

It is very difficult in the same meeting that we have listened to extraordinary

accounting and they say it is only a matter of interpretation, then I don't

understand accounting.

Barnes:

To keep Vanguard in the party, they want an audit. The only chance we have is

getting the PricewaterhouseCoopers.

Powar:

REDACTED

Palmer:

I am not concerned that Vanguard pay PricewaterhouseCoopers, and I am not sure

that we should do another audit to do what we could call our audit.

Sanzo:

I think it is a reasonable compromise. We will try to get Vanguard to engage

them.

Palmer:

It seems to me if we can work that out; I do not want to disallow Vanguard.

Barnes:

If the compromise can't be done, are you willing to hold your nose and let them

do this?

Palmer:

No.

Neuwirth:

I might be willing under some very, very strict contract with

PricewaterhouseCoopers regarding the role that a totally new PriceWaterhouse firm and their individuals would have access to their new batch of work papers,

but literally excluding any of the people who were previously involved.

Barnes:

We will continue in our state of suspension.

REDACTED

it out.

Powar:

Sanzo:

I think we will be able to work it out because it seems that we have gotten off track: (1) Creditors' Committee would not want us to have a full audit for the entities that are not bankrupt. They wanted Deloitte & Touche to be part of that audit process (only to the extent that we do any audit procedures). Counsel is

aware this is a requirement by Vanguard.

Powar:

REDACTED

Barnes:

Since it is imperative that we keep Vanguard, let's try to get a compromise

approach. Make the best deal and see if we can sell it.

Powar:

REDACTED

Palmer:

We will be doing work with another firm to comfort ourselves.

Powar:

REDACTED

Dionisio:

I would like to recommend to the Committee that the Committee should permit me to talk to them about it. As a practical matter, it would surprise me that PriceWaterhouse, facing the process of litigation, by agreeing to do this work for free and they will expect to be compensated for it.

Powar:

REDACTED

Neuwirth:

I would suggest that any restatement would get folded into the current work and would be part of the Vanguard cost. The A-133 is a separate issue that you should have to apply to the court.

Meeting suspended, 10:05 a.m.

cg

WD:05241

Transcription date: 5-25-01

EXHIBIT 19

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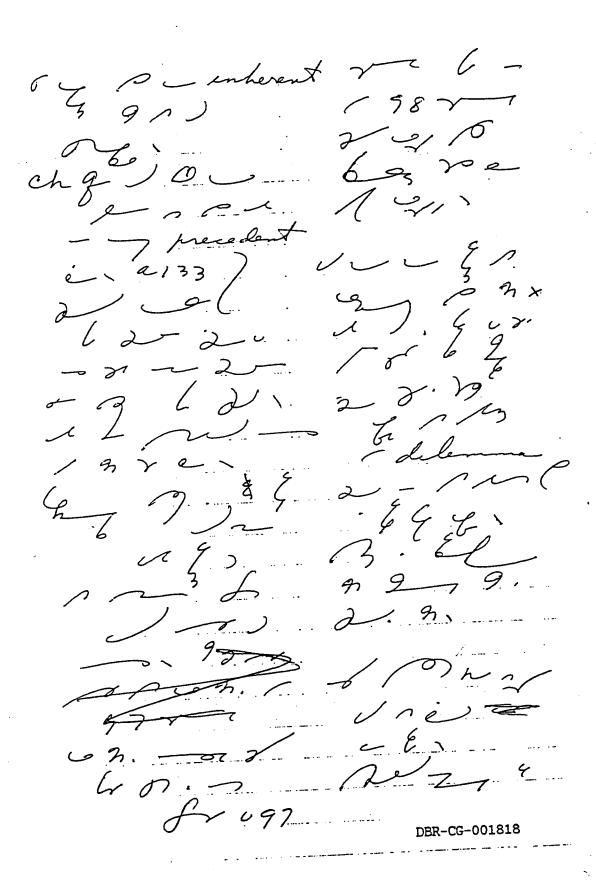


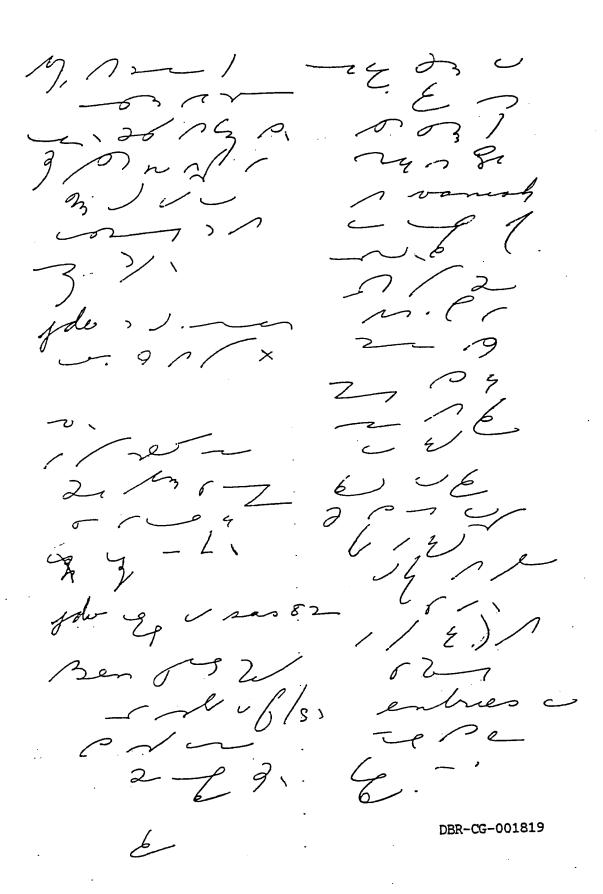
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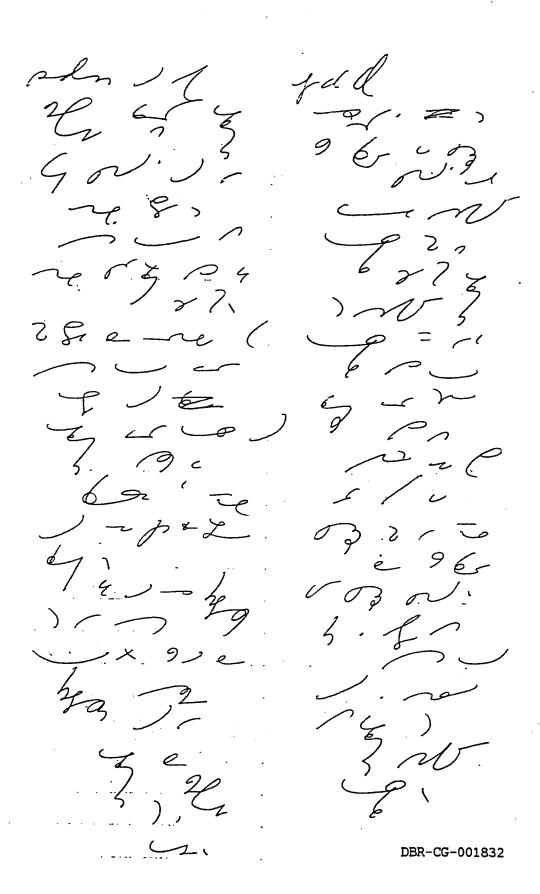
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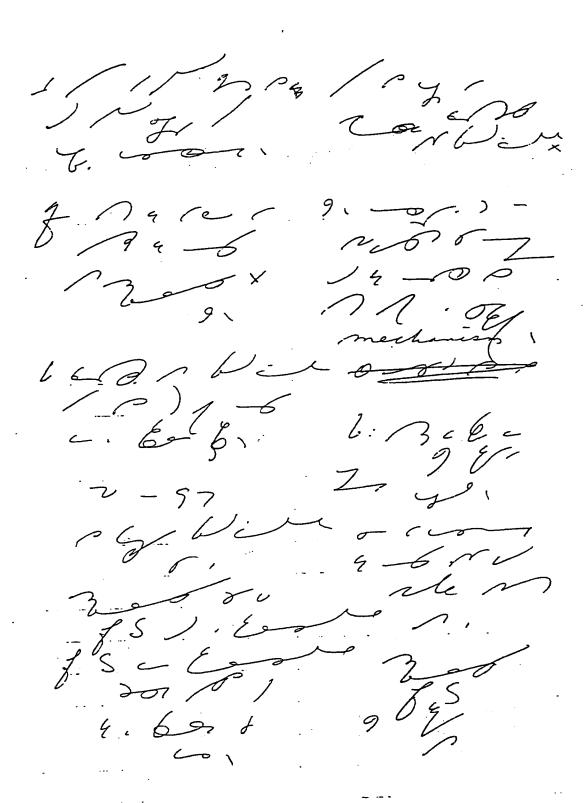


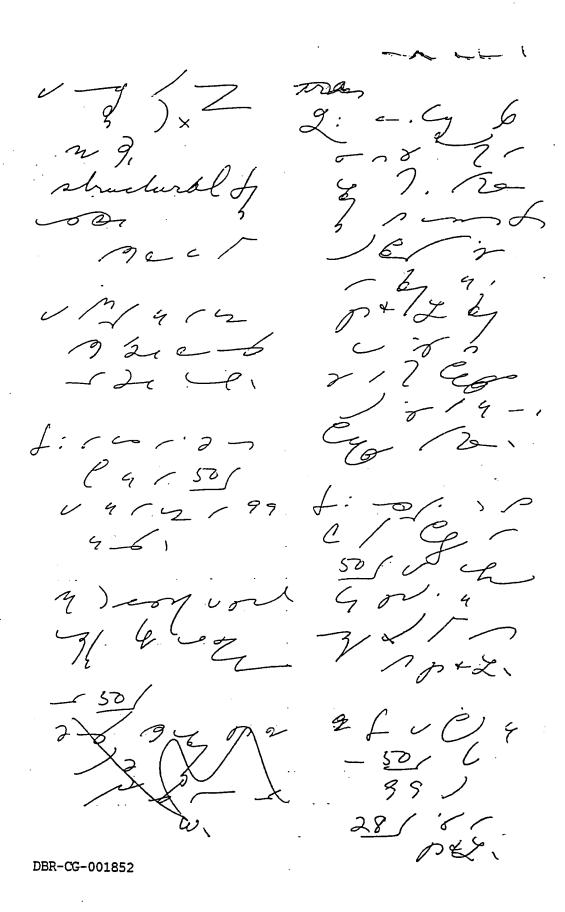
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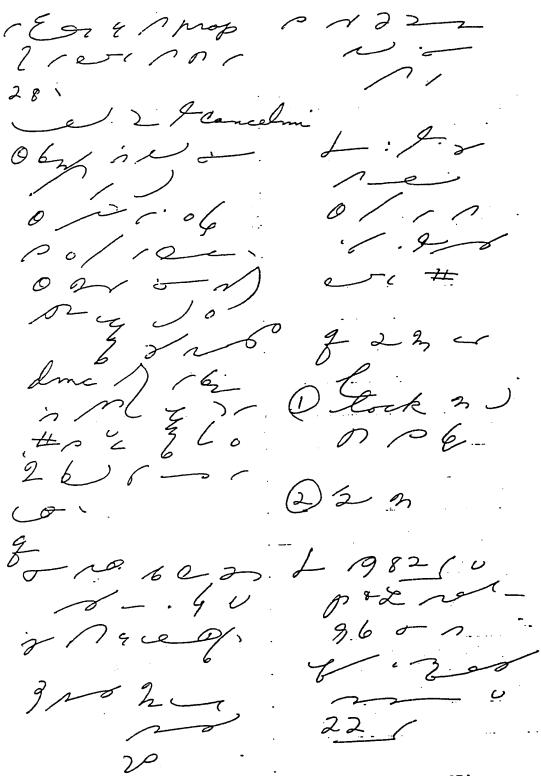
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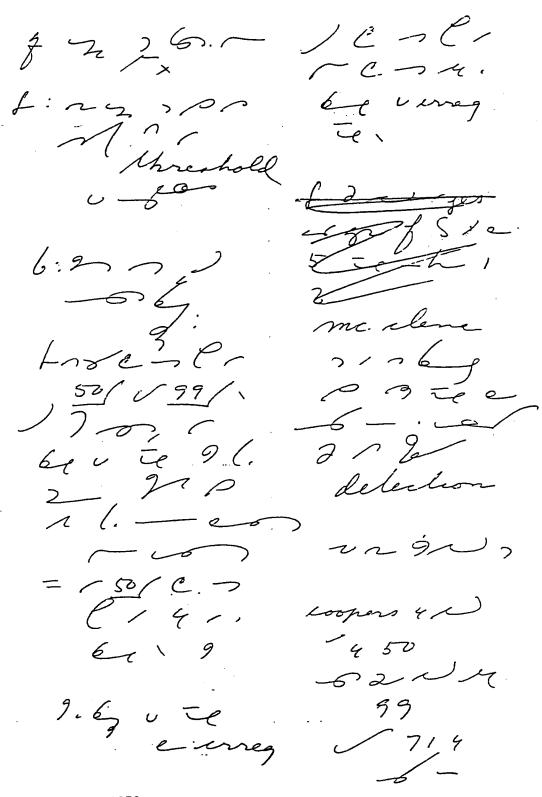
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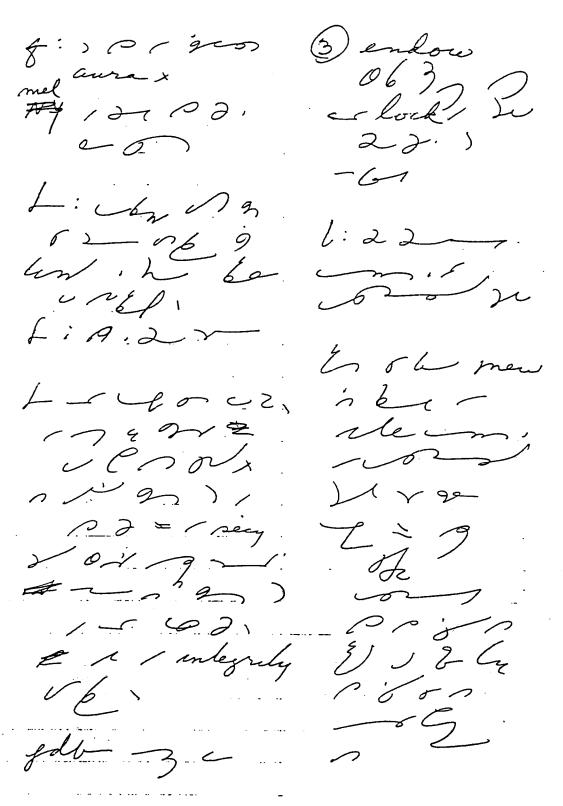
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